

| OMB APPROVAL | |
|--|-------------------|
| OMB Number: | 3235-0418 |
| Expires: | February 28, 2006 |
| Estimated average burden hours per response. . . .137.0 | |

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM SB-2

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
(Amendment No. ____)**

(Name of small business issuer in its charter)

| | | |
|--|--|---|
| _____ State or jurisdiction of incorporation or organization | _____ (Primary Standard Industrial Classification Code Number) | _____ (I.R.S. Employer Identification No.) |
|--|--|---|

(Address and telephone number of principal executive offices)

(Address of principal place of business or intended principal place of business)

(Name, address and telephone number of agent for service)

Approximate date of proposed sale to the public _____

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐ _____

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐ _____

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐ _____

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box. ☐

CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered | Dollar Amount to be registered | Proposed maximum offering price per unit | Proposed maximum aggregate offering price | Amount of registration fee |
|--|--------------------------------------|--|---|-------------------------------|
| | | | | |

**Persons who are to respond to the collection of information
contained in this form are not required to respond unless the
form displays a currently valid OMB control number.**

Note: Specific details relating to the fee calculation shall be furnished in notes to the table, including references to provisions to Rule 457 (§230.457 of this chapter) relied upon, if the basis of the calculation is not otherwise evident from the information presented in the table. If the filing fee is calculated pursuant to Rule 457(o) under the Securities Act, only the title of the class of securities to be registered, the proposed maximum aggregate offering price for that class of securities and the amount of registration fee need to appear in the Calculation of Registration Fee table. Any difference between the dollar amount of securities registered for such offerings and the dollar amount of securities sold may be carried forward on a future registration statement pursuant to Rule 429 under the Securities Act.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

GENERAL INSTRUCTIONS

A. Use of Form and Place of Filing

1. A “small business issuer,” defined in Rule 405 of the Securities Act of 1933 (the “Securities Act”) may use this form to register securities to be sold for cash. See also Item 10(a) of Regulation S-B (17 CFR 228.10 et seq.)
2. Offerings on Form SB-2 shall be filed in the Washington, D.C. office.
3. If the small business issuer is a reporting company or a holding company of a bank (see the definition of “bank” in section 12(i) of the Exchange Act), it should file the registration statement in the Commission’s Washington, D.C. headquarters.

B. General Requirements

1. Issuers registering securities for the first time should be aware of Form SR and Rule 463 under the Securities Act concerning sales of registered securities and the use of proceeds. First time issuers also should be aware of Exchange Act Rule 15c2-8 (§240.15c2-8) which requires broker dealers to deliver a prospectus 48 hours before a sale of securities can be confirmed.
2. Issuers engaged in real estate, oil and gas or mining activities should consult the Industry Guides in Item 801 of Regulation S-K (17 CFR 229.801). Real estate companies also should refer to Item 13 [Investment Policies of Registrant], Item 14 [Description of Real Estate], and Item 15 [Operating Data] of Form S-11 (17 CFR 239.18).
3. If the issuer is not organized under the laws of any of the states of or the United States of America, it shall at the time of filing this registration statement, file with the Commission a written irrevocable consent and power of attorney on Form F-X [§239.42]. Any change to the name or address of the agent for service of the issuer shall be communicated promptly to the Commission through amendment of the requisite form and referencing the file number of the registration statement.

C. Registration of Additional Securities

With respect to the registration of additional securities for an offering pursuant to Rule 462(b) under the Securities Act, the registrant may file a registration statement consisting only of the following: the facing page; a statement that the contents of the earlier registration statement, identified by file number, are incorporated by reference; required opinions and consents; the signature page; and any price-related information omitted from the earlier registration statement in reliance on Rule 430A that the registrant chooses to include in the new registration statement. The information contained in such a Rule 462(b) registration statement shall be deemed to be a part of the earlier registration statement as of the date of effectiveness of the Rule 462(b) registration statement. Any opinion or consent required in the Rule 462(b) registration statement may be incorporated by reference from the earlier registration statement with respect to the offering, if: (i) such opinion or consent expressly provides for such incorporation; and (ii) such opinion relates to the securities registered pursuant to Rule 462(b). *See* Rule 411(c) and Rule 439(b) under the Securities Act.

PART I — INFORMATION REQUIRED IN PROSPECTUS

Item 1. Front of Registration Statement and Outside Front Cover of Prospectus.

Furnish the information required by Item 501 of Regulation S-B.

Item 2. Inside Front and Outside Back Cover Pages of Prospectus.

Furnish the information required by Item 502 of Regulation S-B.

Item 3. Summary Information and Risk Factors.

Furnish the information required by Item 503 of Regulation S-B.

Item 4. Use of Proceeds.

Furnish the information required by Item 504 of Regulation S-B.

Item 5. Determination of Offering Price.

Furnish the information required by Item 505 of Regulation S-B.

Item 6. Dilution.

Furnish the information required by Item 506 of Regulation S-B.

Item 7. Selling Security Holders.

Furnish the information required by Item 507 of Regulation S-B.

Item 8. Plan of Distribution.

Furnish the information required by Item 508 of Regulation S-B.

Item 9. Legal Proceedings.

Furnish the information required by Item 103 of Regulation S-B.

Item 10. Directors, Executive Officers, Promoters and Control Persons.

Furnish the information required by Item 401 of Regulation S-B.

Item 11. Security Ownership of Certain Beneficial Owners and Management.

Furnish the information required by Item 403 of Regulation S-B.

Item 12. Description of Securities.

Furnish the information required by Item 202 of Regulation S-B.

Item 13. Interest of Named Experts and Counsel.

Furnish the information required by Item 509 of Regulation S-B.

Item 14. Disclosure of Commission Position of Indemnification for Securities Act Liabilities.

Furnish the information required by Item 510 of Regulation S-B.

Item 15. Organization Within Last Five Years.

Furnish the information required by Item 404 of Regulation S-B.

Item 16. Description of Business.

Furnish the information required by Item 101 of Regulation S-B.

Item 17. Management's Discussion and Analysis or Plan of Operation.

Furnish the information required by Item 303 of Regulation S-B.

Item 18. Description of Property.

Furnish the information required by Item 102 of Regulation S-B.

Item 19. Certain Relationships and Related Transactions.

Furnish the information required by Item 404 of Regulation S-B.

Item 20. Market for Common Equity and Related Stockholder Matters.

Furnish the information required by Item 201 of Regulation S-B.

Item 21. Executive Compensation.

Furnish the information required by Item 402 of Regulation S-B.

Item 22. Financial Statements.

Furnish the information required by Item 310 of Regulation S-B.

Item 23. Changes In and Disagreements With Accountants on Accounting and Financial Disclosure.

Furnish the information required by Item 304 of Regulation S-B.

PART II — INFORMATION NOT REQUIRED IN PROSPECTUS

Item 24. Indemnification of Directors and Officers.

Furnish the information required by Item 702 of Regulation S-B.

Item 25. Other Expenses of Issuance and Distribution.

Furnish the information required by Item 511 of Regulation S-B.

Item 26. Recent Sales of Unregistered Securities.

Furnish the information required by Item 701 of Regulation S-B.

Item 27. Exhibits.

Furnish the information required by Item 601 of Regulation S-B.

Item 28. Undertakings.

Furnish the information required by Item 512 of Regulation S-B.

SIGNATURES

In accordance with the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form SB-2 and authorized this registration statement to be signed on its behalf by the undersigned, in the City of _____ State of _____ on _____, 20____

(Registrant) _____

By (Signatures and Title) _____

In accordance with the requirements of the Securities Act of 1933, this registration statement was signed by the following persons in the capacities and on the dates stated:

(Signature) _____

(Title) _____

(Date) _____

Instructions for signatures

1. Who must sign: the small business issuer, its principal executive officer or officers, its principal financial officer, its controller or principal accounting officer and at least the majority of the board of directors or persons performing similar functions. If the issuer is a limited partnership then the general partner and a majority of its board of directors if a corporation.
2. Beneath each signature, type or print the name of each signatory. Any person who occupies more than one of the specified positions shall indicate each capacity in which he or she signs the registration statement. *See* Rule 402 of Regulation C concerning manual signatures and Item 601 of Regulation S-B concerning signatures by powers of attorney.